Re General Electric Company
Shareholder proposal of Martin Harangozo

cc: Gibson Dunn, General Electric

Ladies and Gentlemen;

This letter is a request to reconsider the proposal from Martin Harangozo (the “Proponent”) to the General Electric Company (the “Company”), a proposal the Proponent submitted to the Company for inclusion in its 2020 proxy statement.

THE PROPOSAL

This Proposal recommends hiring an investment bank to explore the sale of the Company (the “Proposal”)

BACKGROUND

The Proponent sent to the Company the Proposal on August 19, 2019. The Company filed a no action request on Dec 23, 2019. The Proponent filed a request to include the Proposal on January 23, 2020 in response to the Company letter, the Staff sent a letter on February 14, concurring with the Company.
ANALYSIS
The letter from the Staff indicates that a link in the supporting statements renders the Proposal unsatisfactory for inclusion in the Company proxy.

If the Proposal were considered in absence of any links, the Proposal would then be cured of this deficiency.

The Staff has a long history of supporting this proposal from multiple proponents to the Company for many years.

Dr. Mark I. Klein M.D., presented this Proposal in 2004, in Louisville, KY at the company meeting of shareowners. The Company did not then claim that this Proposal was a personal grievance by the Proponent, an engineer. There are good reasons for this. Dr. Klein and the Proponent, have never met, have never corresponded or interacted in any way. As this proposal is not a personal grievance by the Proponent when presented by Dr. Klein, is not a personal grievance when presented by the Proponent. This proposal did not contain any links, link or links that appear to be problematic in the instant proposal.

Mr. Robert Fredrich, an honorable air force veteran, submitted this Proposal in the Company’s 2014 proxy statement, and presented the Proposal using his representative Mr. Timothy Roberts, a farmer. The Company used substantially the same text in an attempt to incorrectly frame the Proposal as a personal grievance by the Proponent, as it does in the instant Proposal no action request. The Honorable Staff concurred with shareholder Mr. Fredrich concluding the Proposal is consistent with applicable law and is not a personal grievance by the Proponent. This proposal did contain a link used in the instant proposal, the same link that the Proponent believes is the problematic link. While discretion from the Staff, timing, and application, can render supporting text satisfactory for one proposal, it may be unsatisfactory in another proposal. To this end, eliminating all the links in the instant Proposal would cure the Proposal.
If the links in the Proposal were eliminates along with text surrounding the links as cast as below:

**The shareholders recommend General Electric hire an investment bank to explore the sale of the company. Reasons I believe the sale of General Electric would release significantly more value to the shareholders than is reflected in the share price. General Electric’s conglomerate structure is a collection of businesses strung together like a basket of companies in a mutual fund. Former Plastics Chief John Krenicki correctly commented were not going to be successful with the mutual fund management approach. The company operates several large unrelated lines of business. In my shared opinion the board’s capacity to effectively oversee General Electric is severely compromised because outside directors have high profile demanding career obligations elsewhere. The only solution is the sale of the company.**

The Proposal would then be absent of any links that could be problematic. Furthermore the Proposal, would be worded nearly identical to that submitted successfully by Dr. Mark I. Klein M.D, leaving out some dated material. In addition the proposal would be substantially similar to that submitted successfully by Mr. Fredrich also void of the link or links that are problematic in the instant Proposal. These words in the proposal cast above are effectively the same as used in the instant Proposal, only omitting all the links and related wording.

The Staff has a long history of permitting, even making recommendation to shareholders or the company receiving shareowner proposals, shareowner proposals to be modified to achieve satisfaction.

On January 23, 2014 the Staff permitted a proposal from the Proponent to proceed to the General Electric 2014 Proxy where, some of the text of the proposal was not satisfactory. The unsatisfactory text did however appear on the Company 2013 proxy statement. The Staff permitted the Company to remove the unsatisfactory text from the proposal.

Again, on January 25, 2016 the Staff permitted a proposal from the Proponent to proceed to the Company 2016 proxy, but without an image. More details available on the letter the staff sent out on March 3, 2016.
Yet again on March 1, 2018 the Staff sent a letter permitting a proposal by the Proponent to proceed to the Company 2018 proxy where the text of the proposal was satisfactory but the image was not. The Staff permitted the proposal to proceed without the Image.

Still further in this pattern, on March 6, 2019 the Staff sent a letter permitting a proposal by the Proponent to proceed to the Company 2019 proxy where the text of the proposal was satisfactory but the image was not. The Staff permitted the proposal to proceed without the Image.

Yet still furthermore in this pattern, April 4, 2019 the Staff sent a letter permitting a proposal by the Proponent to proceed to the Walmart company 2019 proxy where the text of the proposal was satisfactory but the image was not. The Staff permitted the proposal to proceed without the Image.

There is a long standing pattern where the Staff permits original proposals that contain satisfactory elements with some elements that are unsatisfactory, providing permission for the company to prune the unsatisfactory elements, while preserving the proposal “fruitwood”.

It is this long standing pattern by the Staff that renders the instant proposal prime material for reconsideration in the form cast above.

The Proponent is completely humble in its request to the Honorable Staff.

Should the recast proposal in any way have unsatisfactory elements, the Proponent will accept with gratitude any form of this proposal that the Staff deems satisfactory. The first sentence of the Proposal by itself, the same first sentence cast above, may be sufficient and satisfactory for the Company 2020 proxy.
SUMMARY

The Staff in its no action Company concurrence letter references a problematic link. This in conjunction with the popularity of this proposal in prior Company proxies gives substantial weight to the position that the Proposal can be cured by omitting the links. Any form of the Proposal that omits the problematic elements of the Proposal including the example cast above is consistent with the Proponents intention. The Proponent requests that the Staff reconsider the Proposal applying the historical pattern of permitting proposals to proceed where the unsatisfactory portions of the proposal are excluded.

Kindest regards

Martin Harangozo